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Attorneys for Eden Rock Finance Master Limited, f/k/a Fortis Prime Fund Solutions Custodial Services (Ire) Ltd re KBC ac G1 (ERFF), Eden Rock Unleveraged Finance Master Limited f/k/a Fortis (Isle of Man) Nominees Limited (re ERUFML), ARP Structural Alpha Fund, f/k/a Fortis (Isle of Man) Nominees Limited a/c 80 000 323, ARP Private Finance Fund, f/k/a Fortis (Isle of Man) Nominees Limited a/c 80 000 357

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	§	Chapter 11 (involuntary)
STILLWATER ASSET BACKED OFFSHORE FUND LTD.,	§	Case No. 12-14140-alg
Debtor.	§	
	§	
	§	

**VERIFIED STATEMENT OF FOLEY & LARDNER LLP
PURSUANT TO BANKRUPTCY RULE 2019**

Foley & Lardner LLP (“Foley”), counsel to Eden Rock Finance Master Limited, f/k/a Fortis Prime Fund Solutions Custodial Services (Ire) Ltd re KBC ac G1 (ERFF), Eden Rock Unleveraged Finance Master Limited f/k/a Fortis (Isle of Man) Nominees Limited (re

¹ Admitted in Florida.

ERUFML), ARP Structural Alpha Fund, f/k/a Fortis (Isle of Man) Nominees Limited a/c 80 000 323, ARP Private Finance Fund, f/k/a Fortis (Isle of Man) Nominees Limited a/c 80 000 357 (the “Creditors”) files this Verified Statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure.

1. The Creditors are creditors of the Debtor and filed the involuntary petition against the Debtor on October 3, 2012.

2. The Creditors retained Foley to represent them in the above-referenced bankruptcy case.

3. The following entities are the Creditors being represented by Foley:

i. Eden Rock Finance Master Limited, f/k/a Fortis Prime Fund Solutions Custodial Services (Ire) Ltd re KBC ac G1 (ERFF) (“ERFF”),

ii. Eden Rock Unleveraged Finance Master Limited f/k/a Fortis (Isle of Man) Nominees Limited (re ERUFML) (“ERUFML”),

iii. ARP Structural Alpha Fund, f/k/a Fortis (Isle of Man) Nominees Limited a/c 80 000 323 (“ARP Structural”),

iv. ARP Private Finance Fund, f/k/a Fortis (Isle of Man) Nominees Limited a/c 80 000 357 (“ARP Private”).

4. The nature and amount of the claims of each of Creditor is as follows:

i. ERFF: creditor based on monies owed has a claim for at least \$23,009,320.00 as of October 3, 2012.

ii. ERUFML: creditor based on money owed has a claim for at least \$3,603,080 as of October 3, 2012.

iii. ARP Structural: creditor based on money owed has a claim for at least \$5,433,318.26 as of October 3, 2012.

iv. ARP Private: creditor based on money owed has a claim for at least \$3,889,093.48 as of October 3, 2012.

5. The Creditors do not represent any interests in this case other than those listed above.

6. Foley does not hold any claims or interests in the Debtor.
7. The undersigned, a member of the firm of Foley, certifies that this Verified Statement is true and accurate to the best of his knowledge and belief, based on information provided by the Creditors. Foley will file an amended and supplemental statement setting forth any material changes in the facts contained in this Verified Statement, should any changes occur, as required under Rule 2019(d).

Dated: October 11, 2012

Respectfully submitted,

FOLEY & LARDNER LLP
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished this 11th day of October, 2012, via regular U.S. Mail, adequate postage prepaid, to:

Stillwater Asset Backed Offshore Fund Ltd.
165 Remsen Street, 2nd Floor
Brooklyn, NY 11201

Office of United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

/s/ *Douglas E. Spelfogel*
Douglas E. Spelfogel